

Memorandum

To: File No. S7-10-09
From: Kayla J. Gillan, Deputy Chief of Staff
Office of the Chairman
Date: April 15, 2010
Re: Facilitating Shareholder Director Nominations

On April 13, 2010, Chairman Schapiro and I met with Luke Bierman, General Counsel, Office of NY State Comptroller; Joe Dear, CIO, CalPERS; Gail Hanson, Deputy Executive Director, State of Wisconsin Investment Board; Meredith Miller, Assistant Treasurer for Policy, Connecticut Retirement Plans; Anne Sheehan, Director of Corporate Governance, CalSTRS; Greg Smith, COO and General Counsel, Colorado PERA; and Amy Borrus, Deputy Executive Director, Council of Institutional Investors. Among the topics discussed were the Commission's proposed rules regarding facilitating shareholder director nominations (see Release No. 34-60089).